

**TO: BUCHAREST STOCK EXCHANGE  
THE FINANCIAL REGULATOR**

Current report in accordance with: the Law 24/2017 on the issuers of financial instruments and market operations and the ASF Regulation no. 5/2018 on the issuers of financial instruments and market operations.

Report date: 19.09.2023

Issuer's name: Electroarges SA

Trade Register Registration Code: RO156027

Trade Register Registration Number: J40/8487/2022

Share capital: 6,976,465.00 lei

**Important events to report:  
OGMS Summoning Notice – 23.10.2023**

Electroarges SA Board of Directors informs the shareholders and potential investors about the summoning of the Electroarges SA Ordinary General Meeting of Shareholders on 23.10.2023, 08.00 AM (first summoning) and 24.10.2023, 08.00 AM (second summoning).

All shareholders nominally registered in the Register of Shareholders at the end of **09.10.2023, which is the reference date**, have the right to attend and vote in the ordinary general meeting.

If at the first summoning the legal quorum conditions will not be met, the Ordinary General Meeting is reconvened for 24.10.2023, 08.00 AM, in Curtea de Arges, Str. Albesti nr.12, jud. Arges.

We attach herewith the Summoning Notice containing the agenda for the Electroarges SA ordinary general meeting of shareholders (**Annex 1**).

**VICE-CHAIRMAN  
BOARD OF DIRECTORS,  
ROXANA SCARLAT**

## SUMMONING NOTICE

**Electroarges SA Board of Directors**, in accordance with the provisions of the Law 31/1990, the Law 24/2017, the ASF Regulation no. 5/2018 and the provisions of the **Electroarges SA** Articles of Incorporation, summons in **Curtea de Arges, Str. Albesti nr. 12, Judetul Arges**:

### **I. The Ordinary General Meeting of Shareholders on 23.10.2023, 08.00 AM.**

All shareholders nominally registered in the Register of Shareholders at the end of **09.10.2023, which is the reference date**, have the right to attend and vote in the extraordinary general meeting.

If at the first summoning the legal quorum conditions will not be met, the Ordinary General Meeting is reconvened for **24.10.2023, 08.00 AM**, in Curtea de Arges, Str. Albesti nr.12, jud. Arges.

### **THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

#### **has the following AGENDA:**

1. Appointing the External Auditor of Electroarges SA, for a term of 4 (four) years, starting from 01.11.2023, as a result of the mandate termination of the current External Auditor, starting from 01.09.2023.
2. Empowering the Vice-Chairman of the Board of Directors and/or the Chairman of the Board of Directors, with the possibility of substitution, to carry out the necessary steps with the Trade Register Office and wherever necessary, for the registration of the decision and other documents approved by the Ordinary General Meeting of Shareholders of 23, 24.10.2023".
3. Approving the date of: (i) 07.11.2023 as Registration Date, according to art. 87, paragraph 1 of the Law 24/2017 and (ii) 06.11.2023 as Ex Date in accordance with the provisions of art. 2 paragraph 2 letter 1 of the Regulation no. 5/2018.

#### **The shareholders' right to attend the general meetings**

Shareholders nominally registered in the Register of Shareholders on the date of reference may personally attend the general meeting, by legal representatives (in the case of legal persons) or by a representative based on a Special or General Power of Attorney, or may

vote by Absentee Ballot (by written form or by electronic means). The shareholders may be assisted by attorneys/legal advisers in the general meeting of shareholders.

The access of the shareholders entitled to attend the general meeting of shareholders is allowed by the mere proof of their identity, made in the case of the natural person shareholders with the identity card or, in the case of legal persons and the represented legal person shareholders, with the Power of Attorney offered to the natural person representing them, in compliance with the applicable legal provisions and the provisions contained in this Summoning Notice.

In the case of legal person shareholders or entities without legal personality, the capacity of legal representative is established based on the list of shareholders from the Register of Shareholders at the date of reference, and the legal representative's identity card. If, at the date of reference, the Register of Shareholders does not contain data on the legal representative's capacity, this capacity shall be proved by a certificate issued by the Trade Register, submitted in original, or a certified true copy, issued no more than 30 days prior to the publication of the Summoning Notice of the general meeting of shareholders.

Shareholders, who are not able to exercise their rights, as well as the legal persons, may be represented by their legal representatives, who in turn may authorize other persons.

Shareholders may be represented in the general meeting by other persons, on the basis of a Special or General Power of Attorney.

Natural or legal person shareholders registered at the date of reference may be represented in the general meeting by persons other than the shareholders based on a Special Power of Attorney.

For this type of voting, the Special Power of Attorney forms must be used, which will be provided by the company's Board of Directors, or a General Power of Attorney, prepared in accordance with the Law 24/2017 and of the ASF Regulation no. 5/2018.

Legal person shareholders or entities without legal personality who participate in the general meeting by a person other than the legal representative, must use a Special or General Power of Attorney under the abovementioned conditions.

Special Power of Attorney forms will be available from 23.09.2023 at the company's registered office, and on the company's website, [electroarges.ro](http://electroarges.ro).

The shareholders will fill in and sign the Special Power of Attorney in three original copies: one for the shareholder, one for the representative and one for the company. The copy for the company, filled in and signed, shall be submitted personally or send:

- by any type of courier, in original, together with the accompanying documents at the company's secondary office so that it could be registered with the company at least 48 hours before the general meeting of shareholders, until 21.10.2023, 08.00 AM, under the sanction of losing the voting right.
- by e-mail - with extended electronic signature incorporated according to the Law no. 455/2001 on the electronic signature at [electroarges@electroarges.ro](mailto:electroarges@electroarges.ro) and [office@electroarges.ro](mailto:office@electroarges.ro) at least 48 hours before the general meeting of the shareholders, until 21.10.2023, 08.00 AM, under the sanction of losing the voting right.

The company will accept a General Power of Attorney for attending and voting in the general meeting of shareholders, issued for a period of maximum three years, offered by a shareholder, as a client, to an intermediary defined according to art. 2 paragraph (1) section 20 of the Law no.24/2017, or to an attorney, without requiring additional documents regarding the respective shareholder, if the General Power of Attorney complies with the provisions of art. 105 paragraph (13) of the Law 24/2017, is signed by the respective shareholder and is accompanied by a statement on his/her own risk given by the intermediary's legal representative or by the attorney who received the authorization by General Power of Attorney, from which results that:

- (i) authorization is given by that shareholder as a client, to the intermediary or, as the case may be, to the attorney;
- (ii) the General Power of Attorney is signed by the shareholder, including by attaching extended electronic signature, if applicable.

The statement made by the intermediary's legal representative or the attorney who received the authorization by General Power of Attorney must be submitted in original to the company, signed and, as the case may be, stamped, at the same time with the General Power of Attorney, no later than 48 hours prior to the general meeting of shareholders on 21.10.2023, 08.00 AM, in the case of first use.

Shareholders could not be represented in the general meeting of shareholders, based on a General Power of Attorney, by a person who is in a situation of conflict of interest in accordance with the provisions of art. 105 paragraph (15) of Law no. 24/2017.

General Power of Attorney forms are submitted to the company 48 hours before the general meeting, respectively 21.10.2023, 08.00 AM, as a certified copy or including the mention of certified true copy, under the representative's signature.

## Absentee Ballot

Shareholders have the opportunity to vote by correspondence before the general meeting of shareholders using the Absentee Ballot forms provided by the company.

The Absentee Ballot forms will be available beginning with 23.09.2023, at the company's secondary office or on the company's website at [electroarges.ro](http://electroarges.ro).

Under the sanction of losing the voting right, the Absentee Ballot forms filled in and signed by the shareholders, together with all the accompanying documents, are submitted to the company's secondary office in Curtea de Arges, Str. Albesti nr. 12, Judetul Arges to be registered until 21.10.2023, 08.00 AM as follows:

(i) by any type of courier

- the Absentee Ballot form submitted in original, on paper;

(ii) by e-mail - with extended electronic signature incorporated according to Law no. 455/2001 on the electronic signature, at [electroarges@electroarges.ro](mailto:electroarges@electroarges.ro) and [office@electroarges.ro](mailto:office@electroarges.ro).

The Absentee Ballot forms are submitted together with the following documents:

(i) In the case of natural person shareholders, the applications must be accompanied by a copy of the identity card and the account statement which shows the quality of shareholder and the number of shares held, issued by the Register of Shareholders;

(ii) In the case of legal person shareholders, it must be accompanied by an account statement issued by the Register of Shareholders showing the quality of shareholder and the number of shares held together with documents certifying the registration of information on the legal representative in the Register of Shareholders, as well as copy of the legal representative's identity card.

If the Register of Shareholders does not contain data regarding the quality of legal representative, this quality is proved by a certificate issued by the Trade Register, presented in original or certified true copy, issued with a maximum of 30 days before the date the publication of the Summoning Notice of the general meeting, which certifies the quality of legal representative.

In case the shareholder, who voted by correspondence, attends personally or by a representative the general meeting, the vote by correspondence will be canceled. In this case, only the vote cast in person or by the representative will be considered.

If the person who represents the shareholder by personal attendance in the general meeting is different from the one who voted by correspondence, then, for the validation of the vote, he/she will either present in the meeting a written revocation of the vote by correspondence signed by the shareholder or by the representative who voted by correspondence. This is not necessary if the shareholder or his legal representative is attending the general meeting.

### **Shareholders' right to add new items on the agenda of the general meeting and make proposals for decisions on items existing or proposed to be included on the agenda**

According to the provisions of art. 117<sup>^</sup>1 paragraph (1) of the Law no. 31/1990 and art. 105 paragraph (3) of the Law 24/2017, one or more shareholders representing, individually or together, at least 5% of the Company's share capital, may ask the company's Board of Directors to add additional items on the agenda of the general meeting and/or present draft decisions for the items included or proposed to be included on the agenda of the general meeting, subject to the following conditions:

- (i) In the case of natural person shareholders, the requests must be accompanied by a copy of the identity card and the account statement which shows the quality of shareholder and the number of shares held, issued by the Register of Shareholders;
- (ii) In the case of legal person shareholders, the requests must be accompanied by an account statement issued by the Register of Shareholders showing the quality of shareholder and the number of shares held together with documents certifying the registration of information on the legal representative in the Register of Shareholders, as well as copy of the legal representative's identity card.

If the Register of Shareholders does not contain data regarding the quality of legal representative, this quality is proved by a certificate issued by the Trade Register, presented in original or certified true copy, issued with a maximum of 30 days before the date the publication of the Summoning Notice of the general meeting, which certifies the quality of legal representative.

- (iii) They are accompanied by a justification and / or draft decision to be adopted;
- (iv) They are submitted and registered at the company's registered office by any type of courier, with acknowledgment of receipt, within 15 days from the publication of the Summoning Notice, in original, signed and, as the case may be, stamped by the shareholders or their legal representatives.

### **Shareholders' right to make enquiries on the agenda**

Shareholders may ask the company questions through a written document to be submitted and registered at the company's registered office by any type of courier, with acknowledgement of receipt, within five days of the publication of the Summoning Notice

in the Official Gazette, in original, signed and, if necessary, stamped by the shareholders or their legal representatives.

The document containing the enquiries must be accompanied by:

- (i) In the case of natural person shareholders, the requests must be accompanied by a copy of the identity card and the account statement which shows the quality of shareholder and the number of shares held, issued by the Register of Shareholders;
- (ii) In the case of legal person shareholders, the request must be accompanied by an account statement issued by the Register of Shareholders showing the quality of shareholder and the number of shares held together with documents certifying the registration of information on the legal representative in the Register of Shareholders, as well as copy of the legal representative's identity card.

If the Register of Shareholders does not contain data regarding the quality of legal representative, this quality is proved by a certificate issued by the Trade Register, presented in original or certified true copy, issued with a maximum of 30 days before the date the publication of the Summoning Notice of the general meeting, which certifies the quality of legal representative.

The company may answer by posting the answer on its website or in the general meeting.

The Special Power of Attorney forms, the Absentee Ballot forms, as well as the draft decisions of the General Meeting, regarding the issues included on the agenda, will be available and can be consulted by shareholders at the company's secondary office starting with 23.09.2023, on business days, between 09.00 –15.00 or on the company's website [electroarges.ro](http://electroarges.ro).

**VICE-CHAIRMAN  
BOARD OF DIRECTORS,  
ROXANA SCARLAT**